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November 2, 2011

Mark Silverwood
Silverwood/Shady Grove, LLC
1925 Isaac Newton Square East, Suite 110
Reston, Virginia 20190

Re: Site Plan Application STP2011-00091, for the construction of a 417-unit apartment building, associated parking structure, and site improvements at 15955 Frederick Road, Rockville, Maryland

At its meeting of October 26, 2011, the City of Rockville Planning Commission reviewed and conditionally approved the above-referenced Site Plan, based on the findings contained in this letter. This constitutes Site Plan approval for the construction of a new six-story, 417-unit multi-family building, and five-level parking structure with 477 structured parking spaces.

Approval of STP2011-00091 is subject to full compliance with the following conditions:

1. The approval of Site Plan STP2011-00091 shall be effective upon the effective date of the annexation of the property, pursuant to Annexation Petition ANX2010-00139.
2. Submission, for approval of the Chief of Planning, of twelve (12) copies of the site plan (on sheets no larger than 24 inches by 36 inches) to be submitted prior to submission of a building permit for building construction and Public Works Permit approvals.
3. Submission, for approval of the Chief of Planning, of twelve (12) copies of the landscape plan (on sheets no larger than 24 inches by 36 inches) to be submitted and attached to the site plan prior to submission of a building permit for building construction and Public Works permit approvals.
4. Submission, for approval of the Chief of Planning, of three (3) copies of the architectural elevations and floor plans (on sheets no larger than 24 inches by 36 inches) showing the following changes per Planning Commission direction:

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- a. Flip the garage facade on the south elevation with that of the corresponding residential units and facade on the north side of the building (facing the public storage property).
 - b. Remove 40 parking spaces (for a total of 477 spaces).
 - c. Identify the location of MPDU units, which shall be distributed throughout the building in all sections and levels of the building, so as to not locate affordable units in one section of the building.
 - d. Provide first floor ceilings at least 15 feet in height to provide for the possible conversion of ground floor residential units to retail in the future.
5. Submission, for the approval of the Planning Commission, of a Final Record Plat to consolidate the property into a single record lot prior to issuance of a building permit.
 6. Prior to the issuance of an Occupancy Permit, Applicant shall enter into an easement agreement with Washington Metropolitan Area Transit Authority (WMATA) and Maryland Transportation Administration (MTA) providing for emergency and fire vehicle access along the Access Road. The easement agreement shall provide for access rights during the period of time prior to the construction of the Corridor Cities Transitway ("CCT") and after the CCT has been constructed.
 7. In the event that the future construction of the CCT causes the fire hydrant location along the Shady Grove Metro Station Access Road to be relocated, said hydrants shall be located in compliance with all City of Rockville and NFPA requirements in place at the time of the relocation.
 8. In the event that a stormwater management (SWM) facility falls within a potential CCT temporary construction easement, the Applicant will provide a temporary accommodation during the construction period and then shall reinstall the facility, or a comparable facility, in the same location or a new location, in compliance with all City of Rockville requirements in place at the time of relocation.
 9. Submission, of an on-site lighting plan, including photometrics to the Chief of Planning prior to the issuance of the first building permit. All new light fixtures shall be installed so as not to produce light spillage into residential neighborhoods nor produce disruptive glare visible from abutting public rights-of-way.
 10. That, prior to issuance of a building permit, the applicant shall provide a report from an approved acoustical consultant certifying that the final design and acoustical treatment will reduce interior noise levels to 45 dBa (Ldn) and courtyard noise to 65 dBa (Ldn). Prior to release of occupancy permits for the units, the applicant shall provide a report certifying that structures have been constructed in accordance with the certified design. The reports shall be approved by the Chief of Planning in coordination with the City's Environmental Management and Inspection Services Divisions, as appropriate.
 11. That the applicant work with the County government to achieve the goals (35% or 25% transit ridership) of the Shady Grove Transportation Management District.

12. That the applicant provide written notice to all prospective tenants of the property that the tenants are moving next to the County's Solid Waste Transfer Facility, WMATA rail yard and metro station, and the future Corridor Cities Transitway (CCT). The transit and trash handling activities may produce odors and increased truck traffic, and that all sources may increase noise generation in the future. The notice must be acknowledged by signature of each tenant.
13. That the applicant shall obtain from the State Highway Administration (SHA) the necessary bonds and permits for the new site entrance and any other improvements in State Highway right-of-way.

Recreation and Parks

14. The applicant shall comply with the City's Publicly Accessible Art in Private Development Ordinance. Applicant must provide a concept plan for approval or application, prior to the issuance of building permits and fulfill the art requirement prior to issuance of an occupancy permit. See City website under business section for Publicly Accessible Art in Private Development Ordinance manual for details.

Department of Public Works

15. Submission, for review, approval, and permit issuance by the Department of Public Works (DPW), of the following detailed engineering plans, studies and computations, appropriate checklists, plan review and permit applications and associated fees:
 - a. Stormwater Management (SWM) Plans;
 - b. Sediment Control Plans for all disturbed areas;
16. All detailed engineering plans must be submitted on 24" x 36" sheets at 1" = 30' scale.
17. Submission, for review and approval by the City Attorney's office prior to DPW permit issuance, all necessary deeds, easements, dedications, and declarations.
18. Obtain all required plan approvals and permits from MDSHA for work along Frederick Road (MD 355).
19. Obtain all required plan approvals and permits from Washington Sanitary Sewer Commission (WSSC) for water and sewer service.
20. Comply with conditions of the Development SWM Concept Approval Letter dated October 12, 2011.
21. Obtain plan approvals and permits from Montgomery County Department of Permitting Services associated with safe conveyance of runoff to adjacent property owned by Montgomery County, if required.
22. Post financial securities for all permits based on the approved construction estimate in a format acceptable to the City Attorney. Approval is coordinated through DPW staff.

Forestry

23. In accordance with the requirements of the Forest and Tree Preservation Ordinance, the applicant shall submit for review and approval a Final Forest Conservation Plan (FCP) and obtain a Forestry Permit (FTP) prior to release of the Building permit.
 - a. The Final FCP shall be based on the Preliminary FCP and provide tree plantings consistent with the Preliminary FCP and Landscape Plan.
 - b. The Final FCP will be reviewed concurrently with the detailed engineering drawings that are submitted to the Department of Public Works.
24. The applicant must execute and record among the Land Records a Forest Conservation Easement and Declaration of Covenants in a form suitable to the City prior to issuance of the Forestry permit.
25. The applicant must execute a Five-year Warranty and Maintenance Agreement in a form suitable to the City prior to issuance of the Forestry permit.
26. The applicant must post a bond or letter of credit approved by the City prior to issuance of the Forestry permit.
27. Obtain a Roadside Tree Removal permit from the Maryland Department of Natural Resources (MD DNR) for street tree removals within the MD 355 right of way prior to issuance of the building permit. Receive approval from MD DNR for any tree planting within the MD 355 right of way prior to planting.

Traffic and Transportation

28. All internal traffic control devices (i.e. signs, marking and devices placed on, over or adjacent to a roadway or pathway) to regulate, warn or guide pedestrians and/or vehicular traffic shall comply with the latest edition of the Manual on Uniform Traffic Control Devices (MUTCD). The signing and pavement marking plans shall be submitted to DPW and approved by the Chief of Traffic and Transportation. *(This plan shall be approved and included with the signature set.)*
29. Provide 5 bicycle racks (10 short-term spaces) and 70 bicycle lockers (140 long-term spaces). A locked bicycle room with racks or a covered locked cage is required for long-term storage. Short-term spaces are considered to be an inverted "U" bicycle rack and must be spaced four feet apart. These spaces shall be provided at a safe and secure location that is approved by DPW. The location of the short-term spaces shall be approved by DPW at the detailed engineering stage. Bike lockers and racks must be installed prior to issuance of the occupancy permit.
30. Submission, for review and approval of DPW prior to issuance of the DPW permit, a phasing plan for pedestrian access, construction access, staging and parking. The pedestrian access plan for construction period shall include, but not be limited to, the methods of maintaining pedestrian safety and access on the existing sidewalks, temporary closing of sidewalks for work in the streetscape zone, and pedestrian detours, as well as efforts to minimize closure of sidewalks.
31. The applicant is required to pay \$900 per unit for the Transportation Improvement Fee prior to issuance of the building permit. Based on 417 residential units, the fee

for this development will be \$375,300. The final fee amount will be determined at building permit stage, when the number of units is finalized.

32. The applicant shall reserve, for future dedication to public use, the location of the future CCT as delineated by the Maryland Transit Administration and shown on the Site Plan. No permanent improvements may be made in this future right-of-way.
33. No gates that may cause vehicles to stack onto MD 355 shall be installed at the garage entrance without approval from the Planning Commission.

FINDINGS

The Planning Commission approved the subject Site Plan pursuant to the required findings as set forth in Section 25.07.01, which allow site plan approval only if the applicable Approving Authority finds that the application will not:

- i. *Adversely affect the health or safety of persons residing or working in the neighborhood of the proposed development;*

The application is in compliance with this requirement. With the recommended conditions, this application will not adversely affect the health and safety of persons residing or working in or adjacent to this development. The applicant has provided noise and odor studies that show nearby industrial uses will not have a negative effect on the property's residents, nor will it affect their health or safety. Pedestrian improvements will also be made along the MD 355 frontage of the property and at the corner of MD 355 and the Shady Grove Access Road. The added sidewalk width will allow pedestrians and bicyclists more room to move across the property frontage and lessen conflicts by providing more space at the corner for those preparing to cross the street.

- ii. *Be detrimental to the public welfare or injurious to property or improvements in the neighborhood;*

The proposed site improvements will not be detrimental to the public welfare or injurious to property or improvements in the area surrounding the site. This project will bring residents close to public transit. An existing forested buffer will help screen the nearby industrial uses, and studies provided as attachment demonstrate that there are no significant noise or odor impacts. The Shady Grove Sector Plan and City's Master Plan both propose additional development in the vicinity of the Shady Grove Metro Station and the County's Solid Waste Transfer Station. The project fulfills this goal, has no impact on surrounding properties and provides necessary right-of-way for the future Corridor Cities Transitway (CCT).

- iii. *Overburden existing and programmed public facilities as set forth in Article 20 of this Chapter and as provided in the adopted Adequate Public Facilities Standards;*

The project is in full compliance with the APFS, as detailed below.

Roads and Transportation

Based on the applicant's completion of the Comprehensive Transportation Review (CTR), the project will generate 100 AM and 110 PM peak hour vehicle trips. The proposed expansion of the site will not result in any adverse impacts to the adjacent road network as a result of the increase in vehicular trips, pedestrian volumes, or transit usage in the vicinity of the site. The applicant will be required to comply with County requirements to construct a 15-foot wide sidewalk along the Frederick Road street frontage and an additional pedestrian connection from the building to the existing sidewalk along the Shady Grove Metro Access Drive. To comply with the City's Zoning Ordinance, the applicant has provided bicycle racks to encourage alternate transportation modes.

Water and Sewer

Water and sewer service for this project is provided by the Washington Suburban Sanitary Commission (WSSC). No water and sewer approvals or permits from the City's Department of Public Works (DPW) will be required. WSSC has conducted initial analysis of the proposed water and sewer system and provided a written Phase I Letter of Finding, which conceptually approved the project with conditions.

Schools

The Planning Commission, in accordance with the City's Adequate Public Facilities Standards ("APFS"), finds as follows:

- 1) The subject application was filed during the pendency of the related annexation petition, ANX2010 - 00139.
- 2) Pursuant to a letter dated August 29, 2011 from Bruce H. Crispell, Director of Long-range Planning for the Montgomery County Public Schools ("MCPS"), a determination was made by MCPS that the school cluster in which the proposed development is located would not be in moratorium with the added student generation from the proposed development, based on the findings of capacity as would be determined through the County's development approval process by MCPS. In such letter, Mr. Crispell states that the additional students that would be added by development of the subject site would not increase enrollment at the assigned schools to such a degree that the 120 percent moratorium threshold would be exceeded.
- 3) On October 10, 2011, the Mayor and Council adopted a Resolution to enlarge the corporate boundaries of the City pursuant to annexation petition

ANX2010-00139. In doing so, they accepted, in accordance with the City's APFS, the MCPS determination that the school cluster in which the proposed development is located would not be in moratorium under the County's schools test with the added student generation from the proposed development for purposes of satisfying the City's APFS test for schools for the proposed development. They further found that: 1) the schools are located outside the City; 2) less than ten percent of the schools' population at the time of annexation is comprised of students residing within the City; and 3) the determination by MCPS was made within one year prior to the effective date of the annexation.

- 4) Pursuant to the APFS, the Planning Commission hereby accepts the determination made by the Mayor and Council as satisfying the City's APFS test for schools on the date of its hearing thereon, and finds that:
 - (i) the development application is approved within 2 years of the effective date of the annexation approval, and
 - (ii) there have been no amendments to the development application that would result in an increase in the student generation at any school level between the time of annexation approval and development application approval.

Fire and Emergency Services

No significant impacts on emergency services are anticipated as a result of this development. The Montgomery County Fire and Emergency Services (MCFRS) provides fire protection and emergency response. Rockville does not provide this service as part of municipal government. Of the two fire stations in Rockville, Station 3 serves this area, although other stations are available to supplement service (such as Stations 28 on Muncaster Mill Road and Station 8 on Russell Avenue in Gaithersburg). Multifamily use is not a high-risk use that requires a full response from three stations within 10 minutes, which is the test of the APFS.

iv. Adversely affect the natural resources or environment of the City or surrounding areas;

The applicant is in compliance with the Forest and Tree Protection Ordinance (FTPO) and all other requirements for environmental protection. Landscaping will reduce the heat island effect and provide pervious surfaces within the property that is currently almost completely impervious.

v. Be in Conflict with the Plan;

The project is in compliance with the City's Master Plan. As the property was most recently in the County, the City's Master Plan does not have specific

recommendations for the property, other than the general recommendations for transit-oriented development close to the Metro station.

vi. Constitute a violation of any provision of this Chapter or other applicable law; or

The application complies with this requirement, and will not constitute a violation of any provision of the Zoning Ordinance or other applicable law including the Forest Tree Preservation Ordinance, Stormwater Management, Moderately Priced Dwelling Unit Ordinance, Public Accessible Art in Private Development Ordinance, and the Adequate Public Facilities Ordinance as detailed in this report.

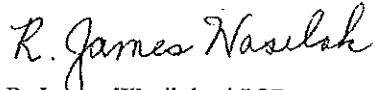
vii. Be incompatible with the surrounding uses or properties.

The site is adjacent to properties that are zoned for future mixed-use development with the goal of providing residential near the metro with the exception of the Solid Waste Transfer Station and the Metro rail yard, which are separated from the subject property by an existing forested buffer. The applicant has shown through odor and noise studies that the industrial uses do not have an adverse impact on the subject site. The current development also includes the adjacent Public Storage, Carmax, County Recycling Center, Shady Grove Metro Station and multifamily residential across MD 355. The area surrounding the Metro Station is planned for mixed-use transit-oriented development, which the addition of residential will help add to that mix of uses. The whole area is in transition and envisioned to become a more urban area, which will be more compatible with the proposed development.

Section 25.07.07 of the Zoning Ordinance requires that construction or operation must commence within two (2) years of the effective date of the Planning Commission approval original Site Plan decision or application approval shall expire. If the applicant can show just cause, a maximum of two (2) time extensions may be granted by the Planning Commission, each not to exceed six months. However, time extensions are not automatically approved, and sufficient detail and justification will be required in order for the Planning Commission to consider granting an extension.

Mark Silverwood
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Sincerely,



R. James Wasilak, AICP
Chief of Planning

Note: A building permit may be issued only when the conditions of approval have been met and a copy of the following acknowledgement, signed and executed by the applicant, has been returned to the Planning Division office. Be advised that Commission approval does not constitute approval by any department or agency having jurisdiction over this development project.

I ACKNOWLEDGE RECEIPT OF THIS SITE PLAN STP2011-00091 AND AGREE TO FULLY COMPLY WITH CONDITIONS UPON WHICH APPROVAL WAS GRANTED. I FURTHER ACKNOWLEDGE THAT FAILURE TO COMPLY WITH THESE CONDITIONS MAY CAUSE APPROVAL TO BE REVOKED BY THE PLANNING COMMISSION.

(Applicant's Signature)

(Applicant's Printed Name)

/jdh

cc: Planning Commission
Susan Swift, Director of CPDS
Craig Simoneau, Director of Public Works
Mark Wessel, Civil Engineer III

Becky Andrus, Civil Engineer I
Courtney Morgan, Chief of Inspection Services
Aaron Smith, Fire Codes Plans Examiner
Emad Elshafei, Chief of Traffic and Transportation
Rebecca Torma, Transportation Planner II
Peter Campanides, Civil Engineer II
Elise Cary, Assistant City Forester
Susan Straus, Chief Engineer/Environment
Jeremy Hurlbutt, AICP, Planner III
Pat Harris, Esq., Lerch, Early & Brewer, Chtd.
Pamela Lindstrom, Shady Grove Advisory Committee
Stewart Schwartz, Coalition for Smarter Growth
Robert Hoyt, Director, Montgomery County Department of Environmental Protection
Larry Giammo
Jack Leiderman
Cathy Scott
Daniel Lyons